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7 Attorneys for Debtor
Tripath Technology, Inc.
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10 UNITED STATES BANKRUPTCY COURT
11 NORTHERN DISTRICT OF CALIFORNIA
12 SAN JOSE DIVISION
13

14 In re
15 TRIPATH TECHNOLOGY, INC.,
16 Debtor.

CASE NO. 07-50358 MM

Chapter 11

Hearing Date

Date: February 13, 2007
Time: 11:00 a.m.
Place: San Jose
Judge: Morgan
Courtroom: 3070

21 **APPLICATION FOR ORDER**
22 **DESIGNATING RESPONSIBLE INDIVIDUAL**
23

24 TO: THE HONORABLE MARILYN MORGAN, UNITED STATES BANKRUPTCY JUDGE:

25 APPLICANT, Tripath Technology, Inc. ("Tripath" or "Debtor"), hereby requests the
26 appointment of Gary M. Sawka, business consultant presently serving as Chief Financial Officer
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1 of Tripath, to be the individual responsible for the duties and obligations of the Debtor, and
2 respectfully represents and alleges:

3 1. The Debtor commenced this Chapter 11 case by the filing of a voluntary petition
4 for relief under Chapter 11 of the Bankruptcy Code, 11 U.S.C. §§101 et seq. on February 8, 2007.

5 2. No trustee has been appointed in the case, and the Debtor continues in the
6 operation of its business as a debtor-in-possession under sections 1107 and 1108 of the
7 Bankruptcy Code.

8 3. President, Chief Executive Officer and Chairman of the Board of Tripath, Adya S.
9 Tripathi, has announced his intention to resign these positions as of the close of business Monday,
10 February 12.

11 4. Mr. Sawka is familiar with the day-to-day operations of the Debtor and is
12 competent to perform the duties and obligations of the debtor-in-possession.

13 5. Debtor has also requested by separate motion that Mr. Sawka be authorized to
14 perform all things on behalf of the Debtor with respect to opening bank accounts and signing
15 checks as required by the Bankruptcy Code, notwithstanding the lack of formal corporate
16 resolutions.

17 6. Attached as Exhibit A is Mr. Sawka's resume. Mr. Sawka's address is:

18 Gary M. Sawka
19 Tripath Technology, Inc.
20 46520 Fremont Blvd, Suite 610
21 Fremont, CA 94538
Home office: 650-947-8553
Cell phone: 650-996-1515

22 WHEREFORE the Debtor respectfully requests that Gary M. Sawka be designated as the
23 individual responsible for the duties and obligations of the Debtor in this bankruptcy case and for
24 such other and further relief and the Court deems proper.
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1 DATED: February 14, 2007

s/ Ed Wes, CA Bar No. 180252

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Attorneys for Debtor

Tripath Technology, Inc.

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9 In accordance with C.R.C.P. 121 §1-26(9), a duly signed original of this document is on file at the law firm of
10 Perkins Coie LLP and will be made available for inspection by other parties or the court upon request
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Exhibit A
(see attached)

Gary M. Sawka
12838 Concepcion Road
Los Altos Hills, CA 94022
Office: 650.947.8553 Cell: 650.996.1515
garysawka@hotmail.com

Fifteen years experience as CFO and Treasurer with multinational, capital intensive and growth companies. Negotiated over 100 financing transactions in public and private markets. Significant CFO experiences with business expansion, mergers and acquisitions, and restructuring. Served as Interim CFO to NASDAQ companies in financial distress reducing cash expenditures, restructuring debt and selling assets. Harvard MBA in Finance.

CAREER HIGHLIGHTS

Financing – Negotiated and closed over 100 financing transactions in public markets, private placements, and individual transactions totaling over \$1 billion including syndicated, secured and sub loans and cross border leases.

IPO - Managed SEC registration process, attorneys and CPAs for IPOs, secondary offerings, and private placement registrations. Designed and administered stock option and executive incentive compensation plans.

Road Shows - Organized and presented at road shows to Wall Street, European and Japanese banks, leasing companies, trading houses, venture capital firms. Hosted bank meetings, rating agency reviews and lenders due diligence sessions. Developed and presented business plans resulting in seed, 1st and 2nd round VC funding.

Board Representation - Board member, corporate secretary and CFO representative to Board of Directors. Developed Board agenda, wrote minutes, and presented analysis of strategic decisions and financial results.

M & A - Prepared acquisition analysis for two major competitor acquisitions and ten other acquisitions, conducted on-site business and financial due diligence, and handled financial integration for the acquisitions.

Investment Decisions - Established investment criteria, risk and return measurement, capital project ranking, deal profitability, credit ratings and guidelines, and competitor pricing and cost analysis.

Financial Systems - Designed and implemented all core financial processes. Reengineered financial and operating departments, reduced staff and working capital, and relocated operating businesses.

Professional Associations - Financial Executives International, National Association of Corporate Treasurers, Harvard Business School Association, and Financial Executives Networking Group.

Education - MBA Finance, Harvard Business School. BS Accounting, USC. NASD Series 7, 24, 27, 63, 65.

PROFESSIONAL EXPERIENCE SUMMARY

Interim CFO and SOX Consulting

2002 to date

Interim CFO for a NASDAQ semiconductor company after the departure of its CFO and Controller. Assumed control of the Company's cash flow and financial management during a period of financial distress. Worked with senior management to negotiate the sale of the Company. Worked with the acquiring company to structure an equity recapitalization and negotiate settlement agreements with debtors and vendors. Other Interim CFO Consultant assignments included preparing business plans and financial models, setting up financial processes and controls and financial reporting systems, providing forensic accounting services, and conducting due diligence for acquisitions.

SOX Engagement Manager and Consultant for ten NASDAQ companies developing business narratives, control matrixes, flow charts, and test plans. Prepared issues / gap analysis, tested and remediated controls. Wrote COSO Compliance Manual and Entity-Level Cycle control matrixes.

GARY M. SAWKA – PROFESSIONAL EXPERIENCE (page 2)

ePlanning Securities, Inc., San Francisco, California

2000 - 2001

Executive Vice President and Chief Financial Officer

Financial services company providing technology and brokerage services for the independent financial planner. Responsible for finance and corporate legal functions. Structured preferred stock, bridge loan, and stock option plans. Negotiated with vendors to stretch payments terms during downsizing after collapse of institutional funding.

TVIA, Inc., Santa Clara, California

1999 - 2000

Vice President and Chief Financial Officer

NASDAQ digital media infrastructure company making streaming media chips for Internet appliances and digital STBs. Responsible for coordinating financial and business due diligence for IPO Registration Statement, investment bankers, and CPAs. Extended bank working capital facility, coordinated preferred stock investments, option grants. Managed accounting department and contractors hired for audit and IPO.

PRIMESOURCE Corporation, Burlingame, California

1991 - 1998

Executive Vice President and Chief Financial Officer

Co-Founder of PrimeSource Corporation, an established international leasing company in the high service market (\$150 million assets, \$25 million revenue). Senior financial executive responsible for CFO functions in addition to Administration, HR, MIS and Legal Affairs. Company merged with competitor for economies of scale in 1998.

- Structured and negotiated \$150 million in seed, 1st and 2nd round venture capital, subordinated debt and senior debt from European, U.S., and Asian financial institutions. Designed securitized structures to reduce borrowing costs.
- Initiated and managed contacts with investors, lenders, lawyers, and accountants. Permanent Board member. Developed Board agenda and presented analysis of strategic decisions and financial results.
- Designed all core financial processes including annual planning and forecasting, budgeting, cash management, treasury, foreign exchange, tax, banking and long-range investment planning.
- Implemented PC-based financial reporting & forecasting systems. Evaluated IT requirements and spearheaded development and implementation of a dynamic computer model to analyze historical results and test predictive actions.
- Designed the legal structures for twenty international subsidiaries, developed worldwide HR policies and employee benefit programs, risk and credit management policies, and managed the pension fund assets.

ITEL Corporation, San Francisco, California

1974 - 1991

Chief Financial Officer (IteI Containers International Corporation)

1985 - 1991

Senior financial executive responsible for planning, staffing, operating performance and leadership of fifty person staff in treasury, tax, credit risk management, strategic planning, financial planning and analysis, budgeting and accounting. During six-year tenure, the company tripled in size to \$300 million in revenue and \$700 million in assets to become the world's largest container lessor. Company sold to major competitor at \$300 million gain.

- Conducted road show presentations, hosted bank meetings, rating agency reviews and due diligence sessions for several expansions of the revolving credit facility. The culmination was a sixteen-member, \$500 million bank group on three continents that permitted carve-outs for sophisticated financing deals, such as double dip depreciation.
- Structured and negotiated \$300 million of sophisticated equipment financing with U.S., European and Asian financial institutions including - cross border leases, sale & leaseback, term debt, receivable securitization, export and vendor financing, letters of credit, and a mini revolver.
- Prepared detailed business profiles of two major competitors, demonstrating \$20 million savings in overhead. Conducted on-site due diligence that culminated in the acquisition of Flexi-Van's \$280 million container fleet and Xtra's \$100 million container fleet. Handled financial integration for the acquisitions.
- Led a systematic evaluation of core financial functions and systems to accommodate the business growth including recruiting and training international staff in treasury, tax, and credit risk management.
- Established credit ratings and guidelines for customers and developed an asset exposure profile to manage customer risk portfolio resulting in the lowest receivable write-off in the industry.

GARY M. SAWKA – PROFESSIONAL EXPERIENCE AND EDUCATION (page 3)

Vice President, Strategic Planning

1984 - 1985

Created the strategic planning department, established investment criteria, risk and return measurement, capital project ranking, and long-range planning.

- Developed customized econometric and trade forecasting to improve the accuracy and quality of the planning process, understand global logistics, and reduce the level of inventory.
- Designed and implemented comprehensive databases to understand customers cost structure and competitors pricing, creating a basis for profitable, high service leases.

Controller

1983 - 1984

Provided “hands-on” direction of worldwide accounting, budgeting, internal audit, and financial planning and analysis for \$100 million lessor during Chapter 11 bankruptcy and transition to reorganized company. Increased cash flow through cost and working capital reductions with 20% decrease in personnel.

Director of Planning

1981 - 1983

Managed group responsible for budget preparation and monthly financial analysis for \$100 million lessor. Identified sophisticated cyclical, seasonality, and deal profitability factors to establish the most profitable negotiation strategy for high service customers.

Director of Navigation Operations (ITEL Navigation, Inc.)

1979 - 1981

Responsible for operational management, purchase and sale, and chartering for a \$250 million fleet of twelve international cargo ships. Reengineered operations and reduced staff by relocating from New York to San Francisco. Operated the business profitability for two years. Conducted sale of the ships at \$25 million gain.

Director of Financial Analysis (ITEL Transportation Services)

1978 - 1979

Provided business strategy and financial guidance for the \$500 million container, railcar and ship leasing businesses. Developed financial evaluation techniques for \$250 million of ocean going ship purchases.

Manager of External Reporting (ITEL Corporation)

1974 - 1978

Responsible for SEC filings including \$500 million of public debt and equity, private debt placements, and stock acquisitions of three public data service companies; annual and quarterly reporting on SEC Form 10-K and 10-Q.

Monsanto Company, St. Louis, Missouri

1970 - 1974

Senior Corporate Financial Analyst, Corporate Finance

1972 - 1974

Financial Analyst, New Enterprise Division

1970 - 1972

EDUCATION

MBA Harvard Graduate School of Business Administration, 1970.

Finance Major. Awarded full-tuition fellowship.

BS University of Southern California, 1968.

Accounting Major. Awarded full-tuition scholarship. Graduate first in Business class of 550.

Passed CPA exam. Worked as auditor for Big Four accounting firms in Los Angeles.

NASD Securities Licenses

Series 7 - General Securities Representative, **Series 24** - General Securities Principal

Series 27 - Financial and Operations Principal, **Series 63** - Uniform Securities Agent Law

Series 65 - Uniform Investment Advisor Law, **California Life Agent License**

NACBP - Certified Bank Securities and Insurance Consultant,

CTEC - California Tax Education Council License